

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
	:	
DANA CORPORATION, <u>et al.</u> ,	:	Case No. 06-10354 (BRL)
	:	
<hr/> Debtors	:	(Jointly Administered)

**ORDER, PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE AND
BANKRUPTCY RULE 9019, FOR AN ORDER (I) APPROVING A SETTLEMENT
AGREEMENT BY AND AMONG CERTAIN DEBTORS AND TOYOTA MOTOR
ENGINEERING & MANUFACTURING NORTH AMERICA, INC., AND
(II) AUTHORIZING THE ASSUMPTION OF CERTAIN AGREEMENTS**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 9019, for an Order (I) Approving a Settlement Agreement By and Among Certain Debtors and Toyota Motor Engineering & Manufacturing North America, Inc., and (II) Authorizing the Assumption of Certain Agreements (the “Motion”),¹ and the Fesenmyer Declaration filed by the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”); the Court having reviewed the Motion and Fesenmyer Declaration and having considered the statements of counsel at a hearing before the Court (the “Hearing”); and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances, (d) in light of the circumstances, the requirements of local Bankruptcy Rule 9013-1(b) that a separate memorandum of law be filed in support of the Motion is waived, (e) the decision of Debtors to enter into the Settlement Agreement, and enter into and assume the Modified Purchase Orders and assume the Existing Agreements is a reasonable exercise of their business judgment and the terms of the Settlement Agreement are reasonable;

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion or the Settlement Agreement, as applicable.

and the Court having determined that the legal and factual bases set forth in the Motion and Fesenmyer Declaration and at the Hearing establish grounds for the relief granted herein, including just cause;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Settlement Agreement is approved in all respects. The Debtors are authorized to enter into and perform their obligations under the Settlement Agreement.
3. The Dana Parties are authorized to enter into and assume the Modified Purchase Orders and assume the Existing Agreements.
4. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order and the Settlement Agreement.
5. This Court shall retain jurisdiction to resolve all matters relating to the implementation of this Order.

Dated: New York, New York
October 3, 2007

/s/Burton R. Lifland
HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE